

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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PASSPORT INTERNATIONAL  
ENTERTAINMENT, LLC, a California  
Limited Liability Company,

Plaintiff,

-against-

HISTORIC FILMS ARCHIVE, LLC, a New  
York Limited Liability Company,

Defendant.

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: Civil Action No. 07 Civ 8194 (VM)  
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: **DECLARATION OF K. LUAN TRAN**  
: **IN SUPPORT OF DEFENDANT'S**  
: **MOTION TO DISMISS PURSUANT**  
: **TO RULE 12(B) OF THE FEDERAL**  
: **RULES OF CIVIL PROCEDURE**

X

I, K. Luan Tran, do hereby declare and state as follows:

1. I am an attorney at law, duly licensed to practice law before all of the courts of the State of California, and am a shareholder of Lee & Tran APLC, 1055 West Seventh Street, Suite 2820, Los Angeles, California 90017. I have personal knowledge of the facts and circumstances as set forth in this Declaration which I offer in support of Defendant Historic Films Archive, LLC's motion to dismiss the first amended complaint of Passport International Entertainment, LLC, a California limited liability company.

2. I am, and have during all relevant times been, one of the attorneys for the plaintiffs judgment-creditors in a civil action pending in the United States District Court for the Central District of California, styled Elvis Presley Enterprises, Inc., et al. v. Passport Entertainment, et al., Case No. CV 02-7042 (RSWL)(RZx)(the "California Action").

3. The plaintiffs in the California Action were successful in obtaining a monetary judgment against the defendants in that action in the aggregate sum of \$2,739,206.83, which judgment was docketed with the Clerk of the United States District Court for the Central

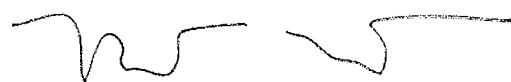
District of California on or about February 20, 2007 (the "Passport Judgment"), a copy of which is annexed as Exhibit A.

4. On behalf of the plaintiff judgment-creditors in the California Action, I have been one of the lawyers principally responsible for enforcing the Passport Judgment against each of the defendant judgment-debtors. In the course of enforcing the Passport Judgment, we have uncovered a substantial body of proof demonstrating that Passport International Entertainment, LLC, the plaintiff in the case against Historic Films Archive, LLC pending in this Court, is the alter ego and successor-in-interest to one or more of the Passport entities and the related individuals who are defendants and judgment-debtors in the California Action. On this basis, we made a motion on behalf of the plaintiff judgment-creditors to amend the Passport Judgment to add Passport International Entertainment, LLC as an additional judgment-debtor. Copies of the motion papers submitted by both sides are annexed collectively as Exhibit B.

5. Plaintiff's judgment-creditors' motion was returnable before the Honorable Ronald S. W. Lew, United States District Judge, on December 13, 2007, at which time the motion was deemed to be fully submitted. Counsel for both sides were present before Judge Lew, at which time the Court rendered its decision granting our motion from the bench. The Court ruled from the bench that Passport International Entertainment, LLC was a mere continuation of the Passport judgment debtors (Passport International Productions, Inc. and Passport International Entertainment of California, Inc.) and that the transfers of assets to Passport International Entertainment, LLC in or about April 2006 was "fraudulent." A copy of the transcript of the December 13, 2007 hearing and the Court's written decision and order will be made available to the Court through Historic Films Archive, LLC's counsel, David M. Levy, as soon as they become available to us.

I declare the above to be true and correct under penalty of perjury under the laws of California and the United States.

Dated and signed in Los Angeles, California on December 18, 2007.

A handwritten signature consisting of two stylized, wavy lines that form the letters "K" and "Luan Tran".

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K. Luan Tran